IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION No 209 of 2001
WTIH
COMPANY PETITION No 210 of 2001
WITH
COMPANY PETITION No 211 of 2001

For Approval and Signature:

Hon'ble MR.JUSTICE D.A.MEHTA Sd/-

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1. Whether Reporters of Local Papers may be allowed to see the judgements? : NO

2. To be referred to the Reporter or not? : NO

3. Whether Their Lordships wish to see the fair copy of the judgement? : NO

4. Whether this case involves a substantial question of law as to the interpretation of the Constitution of India, 1950 of any Order made thereunder? : NO

5. Whether it is to be circulated to the Civil Judge? : NO

RIDDHI SALT PVT. LTD.
CHHEDA SALT PVT.LTD.
SIDDHARTH SALT & CHEMICALS PVT.LTD.

Appearance:
MRS SWATI SOPARKAR for Petitioners.

CORAM : MR.JUSTICE D.A.MEHTA
Date of decision: 11/04/2002

COMMON JUDGEMENT

1 These are the petitions filed by three different petitioner Companies for sanction of a Scheme of amalgamation of Riddhi Salt Private Limited and Chheda Salt Private Limited (the Transferor Companies) with Siddharth Salt & Chemicals Private Limited (the Transferee Company) under Section 391 read with Section 394 of the Companies Act,1956.

2 The Transferor Companies are Private Limited Companies which were promoted for the business of manufacturing raw salt. The Transferee Company is in the business of manufacturing of salt and chemicals since 1999. It is also a Private Limited Company of the same group of management. The amalgamation is proposed for the synergic advantages. The petitions give details of the advantages that would flow by virtue of the amalgamation of these companies.

3 The meetings of the shareholders of all the companies and the unsecured creditors of the Transferor Companies (there being no secured creditors) were dispensed with in view of the consent letters from all the concerned parties approving the scheme being put on record.

4 After the petitions were admitted, the same were duly advertised in the newspapers and the publication in the Government Gazette was dispensed with as directed in the order dated 2/11/2001. No one has come forward with any objections to the said petition even after the publication.

5 Notice of the petition of the Transferor Company was served upon the Official Liquidator attached to Gujarat High Court. The reports dated 26th & 28th March,2002 in the respective Transferor Companies filed by the Official Liquidator confirm that the affairs of the Companies have not been conducted in a manner prejudicial to the interest of its members or to the public interest.

6 Notice of the petition has been served upon the Central Government and Smt.P.J.Davawala, Additional Standing Counsel appears for the Central Government. Smt.Davawala has informed the Court and put on record the letter from the Registrar of Companies of Gujarat dated 8/4/2002 indicating that the Central Government does not propose to object to the proposed scheme of amalgamation. In view of this there is no reason to withhold the sanction to the Scheme of amalgamation.

7 I have heard Smt.Swati Saurabh Soparkar, learned Advocate for the petitioner Companies. Having gone through the petitions, I am satisfied that amalgamation would be in the interest of the companies and their members and creditors. Prayers in terms of paragraph 15(a) of the petitions are hereby granted i.e. to the effect that the Scheme of Amalgamation (Annexure "C") is sanctioned so as to be binding on the petitioner

Companies, on all equity shareholders and all creditors of the petitioner Companies.

8 The petitions are disposed of accordingly. So far as the costs to be paid to the Central Government Standing Counsel is concerned, I quantify the same at Rs.3,500/- per petition. The same may be paid to the learned Advocate Smt.P.J.Davawala for the Transferor Companies and Shri D.N.Patel for the Transferee Company.

Sd/-

(D.A.Mehta,J)

m.m.bhatt